

# Global Brass and Copper Holdings, Inc. Reports Third Quarter 2015 Financial Results

## Third Quarter Highlights

- Volume of 129.8 million pounds, a decrease of 1.5% year-over-year;
- Adjusted sales of \$134.5 million, a decrease of 1.6% year-over-year;
- Adjusted EBITDA of \$30.6 million, an increase of 0.7% year-over-year;
- Adjusted diluted earnings per common share of \$0.54, an increase from \$0.51 in the prior year period;
- Net sales of \$367.7 million, a decrease of 15.8% year-over-year;
- Net income attributable to GBC of \$6.9 million, which includes a \$2.3 million lower of cost or market charge and a \$2.3 million loss on extinguishment of debt arising from our \$21.1 million principal amount of senior secured notes purchased in the open market;
- Diluted earnings per common share of \$0.32 versus \$0.48 per diluted share in the prior year period; and
- The Company reaffirms 2015 full-year guidance.

SCHAUMBURG, Ill.--(BUSINESS WIRE)-- Global Brass and Copper Holdings, Inc. (NYSE:BRSS) ("GBC" or the "Company") today announced the results for the third quarter ended September 30, 2015.

## Third Quarter Operating Results

Volume for the third quarter of 2015 decreased by 1.5% to 129.8 million pounds compared to 131.8 million pounds in the third quarter of 2014. Volumes declined as a result of lower demand in the munitions and industrial machinery and equipment markets being partially offset by higher demand in the coinage market.

"We achieved solid third quarter results and cash flows with operating improvements at Olin Brass, growth at A.J. Oster, and increased green portfolio product sales at Chase Brass, and we achieved these results despite lower volumes in our munitions market and lower brass rod shipments into the industrial machinery market. We are focused on driving the productivity improvements and cost reduction initiatives we implemented last year across all business segments," said John Wasz, GBC's President and Chief Executive Officer.

Mr. Wasz continued, "As we mentioned last quarter, ongoing commodity price fluctuations, particularly in copper, are having minimal impact on our Adjusted EBITDA. The commodity price sell off has been significant with metals such as copper, which reached its lowest level in more than six and a half years in late September 2015. While we recorded a non-cash lower of cost or market charge on non-copper inventories, we believe our strong results amid this declining copper price environment demonstrate that our balanced book approach is effective in mitigating the effect of fluctuations in commodity prices on our Adjusted EBITDA."

Net sales for the third quarter of 2015 decreased to \$367.7 million from \$436.8 million in the third quarter of 2014. The decline in net sales was primarily attributable to lower metal prices. Adjusted sales, our non-GAAP financial measure that reflects the value added premium over metal replacement cost recovery, only decreased by 1.6% to \$134.5 million from \$136.7 million in 2014. A reconciliation of net sales to adjusted sales is provided later in this press release.

Net income attributable to Global Brass and Copper Holdings, Inc. for the third quarter of 2015 was \$6.9 million, or \$0.32 per diluted share, compared to \$10.2 million, or \$0.48 per diluted share, for the same period of 2014. The decrease was primarily due to a loss on extinguishment of debt and a non-cash lower of cost or market inventory charge.

Adjusted EBITDA, our non-GAAP measure of consolidated profitability, was \$30.6 million for the third quarter of 2015, an increase of 0.7% compared to 2014. The slight increase was the result of lower manufacturing conversion costs, lower shrinkage costs due to a decline in metal costs and increases in average selling prices, largely offset by changes in product mix, lower volume, and increased selling, general and administrative expenses. A reconciliation of net income attributable to GBC to Adjusted EBITDA is provided later in this press release.

Adjusted diluted earnings per common share, another one of our non-GAAP measures of consolidated profitability, was \$0.54 for the third quarter of 2015 compared to \$0.51 in the prior year. A reconciliation of diluted net income attributable to GBC per common share to adjusted diluted earnings per common share is provided later in this press release.

### Cash Flow and Leverage

During the third quarter of 2015, we generated \$24.3 million of cash from operating activities largely due to our earnings and improvements in working capital.

After purchasing \$21.1 million of our debt in the open market, we ended the quarter with cash of \$73.5 million, \$353.9 million senior secured notes, and \$200.0 million available under our asset-based revolving loan facility.

### 2015 Guidance

We reaffirm our full-year 2015 guidance and expect:

- Shipment volumes to range from 505 million pounds to 525 million pounds;
- Adjusted sales to range from \$520 million to \$545 million; and
- Adjusted EBITDA to range from \$113 million to \$122 million, which includes the gain on the sale of the Dowa Joint Venture.

### Conference Call

The Company will host a teleconference and webcast at 8:30 a.m. (Central Time) on Tuesday, November 3, 2015 to review the results. To listen to the live call, individuals can access the webcast at the investor relations portion of the Company's website at <http://ir.gbcholdings.com>, or by dialing 855-878-0250, passcode #56272563 approximately 10 minutes before the scheduled start time. For those who cannot listen to the live broadcast, replays will be available shortly after the call on the Company's website.

### About Global Brass and Copper

Global Brass and Copper Holdings, Inc. through its wholly-owned principal operating subsidiary, Global Brass and Copper, Inc., is a leading, value-added converter, fabricator, processor and distributor of specialized copper and brass products in North America. We engage in metal melting and casting, rolling, drawing, extruding and stamping to fabricate finished and semi-finished alloy products from processed scrap, copper cathode and other refined metals. Our products include a wide range of sheet, strip, foil, rod, tube and fabricated metal component products that we sell under the Olin Brass, Chase Brass and A.J. Oster brand names. Our products are used in a variety of applications across diversified markets, including the building and housing, munitions, automotive, transportation, coinage, electronics/electrical components, industrial machinery and equipment and general consumer markets.

### **Global Brass and Copper Holdings, Inc.** **Consolidated Statements of Operations (Unaudited)**

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2015</b>	<b>2014</b>	<b>2015</b>	<b>2014</b>
<i>(In millions, except per share data)</i>				
Net sales	\$ 367.7	\$ 436.8	\$ 1,182.8	\$ 1,321.1
Cost of sales	325.1	392.2	1,046.0	1,188.7
Gross profit	42.6	44.6	136.8	132.4
Selling, general and administrative expenses	20.2	18.8	63.5	57.5
Operating income	22.4	25.8	73.3	74.9
Interest expense	9.9	10.0	29.8	29.7
Loss on extinguishment of debt	2.3	—	2.3	—
Gain on the sale of investment in joint venture	—	—	(6.3)	—
Other (income) expense, net	(0.1)	0.1	(0.2)	0.3

Income before provision for income taxes and equity income	10.3	15.7	47.7	44.9
Provision for income taxes	3.3	5.7	15.7	16.5
Income before equity income	7.0	10.0	32.0	28.4
Equity income, net of tax	—	0.3	0.3	0.8
Net income	7.0	10.3	32.3	29.2
Less: Net income attributable to noncontrolling interest	0.1	0.1	0.2	0.3
Net income attributable to Global Brass and Copper Holdings, Inc.	\$ 6.9	\$ 10.2	\$ 32.1	\$ 28.9

Net income attributable to Global Brass and Copper Holdings, Inc. per common share:				
Basic	\$ 0.32	\$ 0.48	\$ 1.51	\$ 1.36
Diluted	\$ 0.32	\$ 0.48	\$ 1.50	\$ 1.36
Weighted average common shares outstanding:				
Basic	21.3	21.2	21.3	21.2
Diluted	21.4	21.3	21.4	21.3

#### **Supplemental Non-GAAP Reconciliation**

Net sales	\$ 367.7	\$ 436.8	\$ 1,182.8	\$ 1,321.1
Metal component of net sales	233.2	300.1	772.9	905.6
Adjusted sales	\$ 134.5	\$ 136.7	\$ 409.9	\$ 415.5

Diluted net income attributable to Global Brass and Copper Holdings, Inc. per common share, as reported	\$ 0.32	\$ 0.48	\$ 1.50	\$ 1.36
Unrealized loss (gain) on derivative contracts	0.02	(0.01)	—	0.01
Loss on extinguishment of debt	0.07	—	0.07	—
Non-cash accretion of income of Dowa Joint Venture	—	—	—	(0.01)
Specified legal/professional expenses	0.02	0.04	0.07	0.09
Lower of cost or market adjustment to inventory	0.07	—	0.15	0.01
Share-based compensation expense	0.04	(0.01)	0.10	0.03
Restructuring and other business transformation charges	—	0.01	0.02	0.01
Adjusted diluted earnings per common share <sup>(1)</sup>	\$ 0.54	\$ 0.51	\$ 1.91	\$ 1.50

(1) All adjustments include a tax effect.

#### **Global Brass and Copper Holdings, Inc. Adjusted EBITDA Reconciliation**

<i>(in millions)</i>	Three Months Ended	
	September 30,	
	2015	2014
Net income attributable to Global Brass and Copper Holdings, Inc.	\$ 6.9	\$ 10.2
Interest expense	9.9	10.0
Provision for income taxes	3.3	5.7
Depreciation expense	3.4	3.5
Amortization expense	0.1	0.1
Unrealized loss (gain) on derivative contracts (a)	0.8	(0.1)
Loss on extinguishment of debt (b)	2.3	—
Non-cash accretion of income of Dowa Joint Venture (c)	—	(0.1)
Specified legal/professional expenses (d)	0.4	1.1
Lower of cost or market adjustment to inventory (e)	2.3	—
Share-based compensation expense (f)	1.2	(0.3)

Restructuring and other business transformation charges (g)	—	0.3
<b>Adjusted EBITDA</b>	<u>\$ 30.6</u>	<u>\$ 30.4</u>

- (a) Represents unrealized gains and losses on derivative contracts.
- (b) Represents the loss on extinguishment of debt recognized in connection with the open market purchase of senior secured notes.
- (c) As a result of the application of purchase accounting in connection with the November 2007 acquisition, no carrying value was initially assigned to our equity investment in our Dowa Joint Venture. This adjustment represents the accretion of equity in our Dowa Joint Venture at the date of the acquisition over a 13-year period (which represents the estimated useful life of the technology and patents of the joint venture).
- (d) Represents selected professional fees for accounting, tax, legal and consulting services incurred as a public company that exceed our expected long-term requirements.
- (e) Represents non-cash lower of cost or market charges for the write down of domestic, non-copper metal inventory.
- (f) Represents share-based compensation expense resulting from the grant of non-qualified stock options, restricted stock and performance-based shares to certain employees, members of our management and our Board of Directors.
- (g) Restructuring and other business transformation charges for the three months ended September 30, 2014 represent severance charges at Olin Brass.

**Global Brass and Copper Holdings, Inc.**  
**Adjusted EBITDA Reconciliation**

<i>(in millions)</i>	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	<u>2015</u>	<u>2014</u>
Net income attributable to Global Brass and Copper Holdings, Inc.	\$ 32.1	\$ 28.9
Interest expense	29.8	29.7
Provision for income taxes	15.7	16.5
Depreciation expense	10.0	8.8
Amortization expense	0.1	0.1
Unrealized loss on derivative contracts (a)	0.1	0.3
Loss on extinguishment of debt (b)	2.3	—
Non-cash accretion of income of Dowa Joint Venture (c)	(0.2)	(0.5)
Specified legal/professional expenses (d)	2.2	3.1
Lower of cost or market adjustment to inventory (e)	4.8	0.2
Share-based compensation expense (f)	3.1	1.3
Restructuring and other business transformation charges (g)	0.9	0.3
<b>Adjusted EBITDA</b>	<u>\$ 100.9</u>	<u>\$ 88.7</u>

- (a) Represents unrealized gains and losses on derivative contracts.
- (b) Represents the loss on extinguishment of debt recognized in connection with the open market purchase of senior secured notes.
- (c) As a result of the application of purchase accounting in connection with the November 2007 acquisition, no carrying value was initially assigned to our equity investment in our Dowa Joint Venture. This adjustment represents the accretion of equity in our Dowa Joint Venture at the date of the acquisition over a 13-year period (which represents the estimated useful life of the technology and patents of the joint venture).
- (d) Represents selected professional fees for accounting, tax, legal and consulting services incurred as a public company that exceed our expected long-term requirements.
- (e) Represents non-cash lower of cost or market charges for the write down of domestic, non-copper metal inventory.
- (f) Represents share-based compensation expense resulting from the grant of non-qualified stock options, restricted stock and performance-based shares to certain employees, members of our management and our Board of Directors.
- (g) Restructuring and other business transformation charges for the nine months ended September 30, 2015 and 2014 represent severance charges at Olin Brass.

## Segment Results of Operations

(in millions)	Three Months Ended		Change	
	September 30,		2015 vs. 2014	
	2015	2014	Amount	Percent
Pounds shipped (a)				
Olin Brass	66.8	68.8	(2.0)	(2.9)%
Chase Brass	53.5	55.7	(2.2)	(3.9)%
A.J. Oster	19.0	18.0	1.0	5.6 %
Corporate and other (b)	(9.5)	(10.7)	1.2	11.2 %
Total	<u>129.8</u>	<u>131.8</u>	<u>(2.0)</u>	<u>(1.5)%</u>
Net sales				
Olin Brass	\$ 174.8	\$ 217.1	\$ (42.3)	(19.5)%
Chase Brass	129.9	154.7	(24.8)	(16.0)%
A.J. Oster	74.9	81.9	(7.0)	(8.5)%
Corporate and other (b)	(11.9)	(16.9)	5.0	29.6 %
Total	<u>\$ 367.7</u>	<u>\$ 436.8</u>	<u>\$ (69.1)</u>	<u>(15.8)%</u>
Adjusted EBITDA				
Olin Brass	\$ 15.0	\$ 11.0	\$ 4.0	36.4 %
Chase Brass	15.5	18.1	(2.6)	(14.4)%
A.J. Oster	4.6	4.5	0.1	2.2 %
Total Adjusted EBITDA of operating segments	<u>\$ 35.1</u>	<u>\$ 33.6</u>	<u>\$ 1.5</u>	<u>4.5 %</u>

(a) Amounts exclude quantity of unprocessed metal sold.

(b) Amounts represent intercompany eliminations.

(in millions)	Nine Months Ended		Change	
	September 30,		2015 vs. 2014	
	2015	2014	Amount	Percent
Pounds shipped (a)				
Olin Brass	197.7	208.6	(10.9)	(5.2)%
Chase Brass	168.7	171.5	(2.8)	(1.6)%
A.J. Oster	56.3	52.0	4.3	8.3 %
Corporate and other (b)	(31.6)	(31.2)	(0.4)	(1.3)%
Total	<u>391.1</u>	<u>400.9</u>	<u>(9.8)</u>	<u>(2.4)%</u>
Net sales				
Olin Brass	\$ 567.3	\$ 657.6	\$ (90.3)	(13.7)%
Chase Brass	429.0	470.0	(41.0)	(8.7)%
A.J. Oster	229.9	238.3	(8.4)	(3.5)%
Corporate and other (b)	(43.4)	(44.8)	1.4	3.1 %
Total	<u>\$ 1,182.8</u>	<u>\$ 1,321.1</u>	<u>\$ (138.3)</u>	<u>(10.5)%</u>
Adjusted EBITDA				
Olin Brass	\$ 42.0	\$ 31.1	\$ 10.9	35.0 %
Chase Brass	54.0	54.2	(0.2)	(0.4)%
A.J. Oster	12.8	12.6	0.2	1.6 %
Total Adjusted EBITDA of operating segments	<u>\$ 108.8</u>	<u>\$ 97.9</u>	<u>\$ 10.9</u>	<u>11.1 %</u>

- (a) Amounts exclude quantity of unprocessed metal sold.  
(b) Amounts represent intercompany eliminations.

**Global Brass and Copper Holdings, Inc.**  
**Consolidated Balance Sheets (Unaudited)**

	As of		
	September 30, 2015	December 31, 2014	September 30, 2014
(In millions, except share and par value data)			
<b>Assets</b>			
Current assets:			
Cash	\$ 73.5	\$ 44.6	\$ 17.4
Accounts receivable (net of allowance of \$1.3, \$1.0 and \$1.0, respectively)	154.5	152.3	194.1
Inventories	197.0	189.0	216.2
Prepaid expenses and other current assets	16.3	26.2	23.6
Deferred income taxes	33.9	30.1	32.0
Income tax receivable	—	8.3	4.4
Total current assets	475.2	450.5	487.7
Property, plant and equipment, net	103.9	103.5	100.5
Investment in joint venture	—	2.0	2.5
Goodwill	4.4	4.4	4.4
Intangible assets, net	0.5	0.6	0.6
Deferred income taxes	2.5	0.8	1.2
Other noncurrent assets	12.1	14.7	15.6
Total assets	\$ 598.6	\$ 576.5	\$ 612.5
<b>Liabilities and equity</b>			
Current liabilities:			
Current portion of capital lease obligation	\$ 1.1	\$ 1.0	\$ 1.0
Accounts payable	91.8	82.5	106.0
Accrued liabilities	53.1	57.3	54.6
Accrued interest	11.5	3.2	12.2
Income tax payable	0.5	0.5	0.2
Total current liabilities	158.0	144.5	174.0
Non-current portion of debt	357.9	379.8	388.5
Deferred income taxes	—	0.8	—
Other noncurrent liabilities	25.4	25.4	25.6
Total liabilities	541.3	550.5	588.1
Commitments and contingencies			
Global Brass and Copper Holdings, Inc. stockholders' equity:			
Common stock - \$0.01 par value; 80,000,000 shares authorized; 21,553,883, 21,369,407 and 21,369,407 shares issued, respectively	0.2	0.2	0.2
Additional paid-in capital	35.8	32.5	32.1
Retained earnings (accumulated deficit)	19.6	(10.1)	(12.1)
Treasury stock - 46,729, 29,200 and 29,200 shares, respectively	(0.7)	(0.4)	(0.4)
Accumulated other comprehensive (loss) income	(1.9)	(0.6)	0.3
Total Global Brass and Copper Holdings, Inc. stockholders' equity	53.0	21.6	20.1
Noncontrolling interest	4.3	4.4	4.3
Total equity	57.3	26.0	24.4
Total liabilities and equity	\$ 598.6	\$ 576.5	\$ 612.5

## Consolidated Statements of Cash Flows (Unaudited)

<i>(In millions)</i>	<b>Nine Months Ended September 30,</b>	
	<b>2015</b>	<b>2014</b>
<b>Cash flows from operating activities</b>		
Net income	\$ 32.3	\$ 29.2
Adjustments to reconcile net income to net cash provided by operating activities:		
Lower of cost or market adjustment to inventory	4.8	0.2
Unrealized loss on derivatives	0.1	0.3
Depreciation	10.0	8.8
Amortization of intangible assets	0.1	0.1
Amortization of debt issuance costs	2.1	2.0
Loss on debt extinguishment	2.3	—
Share-based compensation expense	3.1	1.3
Excess tax benefit from share-based compensation	(0.1)	(0.2)
Provision for bad debts, net of reductions	0.4	(0.1)
Deferred income taxes	(5.8)	3.1
Loss on disposal of property, plant and equipment	0.4	—
Gain on sale of investment in joint venture	(6.3)	—
Equity earnings, net of distributions	0.1	(0.4)
Change in assets and liabilities:		
Accounts receivable	(3.5)	(22.3)
Inventories	(13.9)	(25.8)
Prepaid expenses and other current assets	9.9	(1.4)
Accounts payable	11.9	23.6
Accrued liabilities	(4.6)	(1.3)
Accrued interest	8.3	8.9
Income taxes, net	8.4	(0.2)
Other, net	—	(1.1)
Net cash provided by operating activities	60.0	24.7
<b>Cash flows from investing activities</b>		
Capital expenditures	(13.0)	(19.5)
Proceeds from sale of property, plant and equipment	0.1	0.8
Proceeds from sale of investment in joint venture	8.0	—
Net cash used in investing activities	(4.9)	(18.7)
<b>Cash flows from financing activities</b>		
Borrowings on ABL Facility	0.9	245.1
Payments on ABL Facility	(0.9)	(242.1)
Purchases of Senior Secured Notes	(21.1)	—
Premium payment on partial debt extinguishment	(1.8)	—
Principal payments under capital lease obligation	(0.7)	—
Dividends paid	(2.4)	(2.4)
Distribution to noncontrolling interest owner	(0.2)	—
Proceeds from exercise of stock options	0.1	0.1
Excess tax benefit from share-based compensation	0.1	0.2
Share repurchases	(0.3)	(0.4)
Net cash (used in) provided by financing activities	(26.3)	0.5
Effect of foreign currency exchange rates	0.1	0.1
Net increase in cash	28.9	6.6
Cash at beginning of period	44.6	10.8
Cash at end of period	\$ 73.5	\$ 17.4

## Noncash investing and financing activities

Purchases of property, plant and equipment not yet paid	\$	1.8	\$	1.4
Acquisition of equipment under capital lease obligation	\$	—	\$	6.0

## Non-GAAP Measures

In addition to the results reported in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”), we also report “Adjusted EBITDA,” “Adjusted diluted earnings per common share” and “Adjusted sales,” which are non-GAAP financial measures as defined below.

Adjusted EBITDA is not intended as an alternative to net income (loss), as an indicator of our operating performance, as an alternative to any other measure of performance in conformity with U.S. GAAP or as an alternative to cash flow provided by (used in) operating activities as a measure of liquidity. Adjusted Diluted Earnings per Common Share may not be comparable to similarly titled measures presented by other companies and is not a measure of operating performance or liquidity defined by U.S. GAAP. Adjusted sales may not be comparable to similarly titled measures presented by other companies and is not a measure of operating performance or liquidity defined by U.S. GAAP.

You should therefore not place undue reliance on Adjusted EBITDA, Adjusted diluted earnings per common share, Adjusted sales, or any ratios calculated using them. Our U.S. GAAP-based measures can be found in our consolidated financial statements included elsewhere in this press release.

## **Adjusted EBITDA**

Adjusted EBITDA is earnings before interest, taxes, depreciation and amortization (“EBITDA”) adjusted to exclude the following: unrealized gains and losses on derivative contracts in support of our balanced book approach, unrealized gains and losses associated with derivative contracts related to electricity and natural gas costs, non-cash losses due to lower of cost or market adjustments to inventory, non-cash gains and losses due to the depletion of a LIFO layer of metal inventory, share-based compensation expense, loss on extinguishment of debt, non-cash income accretion related to the Dowa Joint Venture, restructuring and other business transformation charges, specified legal and professional expenses, and certain other items.

We believe Adjusted EBITDA represents a meaningful presentation of the financial performance of our core operations, without the impact of the various items excluded, in order to provide period-to-period comparisons that are more consistent and more easily understood. We also believe it is an important supplemental measure that is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry.

Adjusted EBITDA is the key metric used by our Chief Operating Decision Maker to evaluate the business performance of our segments in comparison to budgets, forecasts and prior-year financial results, providing a measure that management believes reflects our core operating performance. For example, we use Adjusted EBITDA per pound in order to measure the effectiveness of the balanced book approach in reducing the financial impact of metal price volatility on earnings and operating margins, and to measure the effectiveness of our business transformation initiatives in improving earnings and operating margins. In addition, measures similar to Adjusted EBITDA are defined and used in the agreements governing the ABL Facility and the Senior Secured Notes to determine compliance with various financial covenants and tests.

However, our Adjusted EBITDA may not be comparable to similarly titled measures presented by other companies. In addition, it has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under U.S. GAAP. Some of these limitations are that Adjusted EBITDA:

- does not reflect every expenditure, future requirements for capital expenditures or contractual commitments;
- does not reflect the significant interest expense or the amounts necessary to service interest or principal payments on our debt;
- does not reflect income tax expense and therefore the cost of complying with applicable laws;
- is an imperfect substitute for cash flow as it eliminates depreciation and amortization expense but does not include cash expended for capital expenditures required to operate our business;
- does not reflect the impact of earnings or charges resulting from matters we consider not to be indicative of our ongoing operations; and



- does not reflect limitations on our costs related to transferring earnings from our subsidiaries to us.

We compensate for these limitations by using Adjusted EBITDA along with other comparative tools, together with U.S. GAAP measurements, to assist in the evaluation of operating performance. Such U.S. GAAP measurements include operating income (loss), net income (loss), cash flows from operations and other cash flow data. We have significant uses of cash, including capital expenditures, interest payments, debt principal repayments, taxes and other non-recurring charges, which are not reflected in Adjusted EBITDA.

### **Adjusted diluted earnings per common share**

Adjusted diluted earnings per common share is defined as diluted income (loss) per common share adjusted to remove the after-tax impact of the add backs to EBITDA in calculating Adjusted EBITDA. We believe that adjusted diluted earnings per common share supplements our U.S. GAAP results to provide a more complete understanding of the results of our business, and we believe it is useful to our investors and other parties for these same reasons. Adjusted diluted earnings per common share may not be comparable to similarly titled measures presented by other companies and is not a measure of operating performance or liquidity defined by U.S. GAAP.

### **Adjusted sales**

Adjusted sales is defined as net sales less the metal component of net sales. Net sales is the most directly comparable U.S. GAAP measure to adjusted sales. Adjusted sales represents the value-added premium we earn over our conversion and fabrication costs. We use adjusted sales on a consolidated basis to monitor the revenues that are generated from our value-added conversion and fabrication processes excluding the effects of fluctuations in metal costs. We believe that adjusted sales supplements our U.S. GAAP results to provide a more complete understanding of the results of our business, and we believe it is useful to our investors and other parties for these same reasons.

### **Cautionary Statement Concerning Forward-Looking Statements**

This press release contains “forward-looking statements” that involve risks and uncertainties. You can identify forward-looking statements because they contain words such as “believes,” “expects,” “projects,” “may,” “would,” “should,” “seeks,” “approximately,” “intends,” “plans,” “estimates,” “anticipates” or similar expressions that relate to our strategy, plans or intentions. All statements the Company makes relating to its estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and financial results or to its expectations regarding future industry trends are forward-looking statements. In addition, the Company, through its senior management, from time to time makes or may make forward-looking public statements concerning its expected future operations and performance and other developments. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may change at any time, and, therefore, the Company’s actual results may differ materially from those that it expected. The Company derives many of its forward-looking statements from its operating budgets and forecasts, which are based upon many detailed assumptions. While the Company believes that its assumptions are reasonable, it is very difficult to predict the impact of known factors, and, of course, it is impossible to anticipate all factors that could affect the Company’s actual results. Actual results may differ materially from these expectations due to various risks and uncertainties, including: the failure to maintain the Company’s balanced book approach which could cause increased volatility in the Company’s profitability and operating results and may result in significant losses; the loss in order volumes from any of the Company’s largest customers, which may reduce the Company’s sales volumes, revenues and cash flows; the disruption to the Company’s business if its customers shift their manufacturing offshore; the occurrence of any prolonged disruptions at or failures of the Company’s manufacturing facilities and equipment which could have a material adverse effect on its business, financial condition, results of operations and cash flows; disruptions arising from inclement weather; and the failure to implement the Company’s business strategy, including its growth initiatives, could adversely affect its business, financial condition, results of operations or cash flows. More detailed information about these and other risks and uncertainties are contained in the Company’s filings with the Securities and Exchange Commission, including under “Risk Factors” and elsewhere in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2015 and subsequent Quarterly Reports on Form 10-Q, copies of which may be obtained by visiting the Company’s Investor Relations website at <http://ir.gbcholdings.com> or the SEC’s website at <http://www.sec.gov>. All forward-looking information in this press release is expressly qualified in its entirety by these cautionary statements. All forward-looking statements contained in this press release are based upon information available to the Company on the date of this press release.

In addition, the matters referred to in the forward-looking statements contained in this press release may not in fact occur. Accordingly, investors should not place undue reliance on those statements. The Company undertakes no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or

otherwise, except as otherwise required by law.

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